



REC'D TN
REGULATORY AUTH.

February 5, 1999
Via US Mail

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210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Mr. Daryl Whitif
Tennessee Regulatory Authority
460 James Robertson Parkway
P.O. Box 3412
Nashville, Tennessee 37219-0412
615-741-2904

OFFICE OF THE
EXECUTIVE SECRETARY

RE: First Call USA Data Request

98-00547

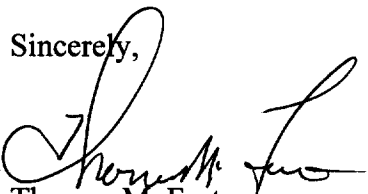
Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Daryl:

Pursuant to our telephone conversation yesterday, enclosed are the Articles of Incorporation, Company Financials, and a revised Section 3.5 of Appendix II removing Directory Assistance for First Call USA.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Please contact me at (407) 740-8575 should you have any questions. Thank you for your assistance in this matter.

Sincerely,


Thomas M. Forte
Consultant to
First Call USA, Inc.

Enclosure

cc: B. Kaye - First Call
file: First Call - TN
tms: TNi9800b

**ARTICLES OF INCORPORATION
OF
FIRST CALL USA, INCORPORATED**

I.

NAME

The name of the corporation is: First Call USA, Incorporated.

II.

CAPITALIZATION

The corporation has authority to issue ten thousand (10,000) shares of capital stock, all at a par value of ten cents (\$.10) per share. Ten thousand shares shall be issued as follows: Ten Thousand shares to Brett R. Kaye. Such shares have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

III.

REGISTERED AGENT AND OFFICE

The initial registered office of the corporation is 101 Marietta Tower, Suite 3412, Atlanta, Georgia 30303. The initial registered agent of the corporation is Scott M. Kaye.

IV.

INCORPORATOR

The name and address of the incorporator is:

Brett R. Kaye
101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303

SCOTT M. KAYE, P.C.

101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303
(404) 522-1701

V.

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the corporation is 101 Marietta Tower, Suite 3412, Atlanta, Georgia 30303.

VI.

DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of such director is as follows:

President and
Secretary

Brett R. Kaye
101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303

VII.

SHAREHOLDERS MEETING

There shall be an annual meeting of all shareholders held on the 15th day of January of each year at the principle office of the corporation, if demand is made upon any officer or director by any shareholder that such a meeting be held.

VIII.

ELECTION OF OFFICERS

The Shareholders shall, by majority vote, designate such officers as they deem necessary to perform all corporate functions and record the minutes of directors, officers and shareholders meetings. The Shareholders shall also designate the authority of each such corporate officer to act for the corporation.

IX.

NON-UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

Any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the actions so taken, shall be signed by those

SCOTT M KAYE, PC

101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303
(404) 522-1701

shareholders entitled to vote with respect to the subject matter thereof having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

X.

PREEMPTIVE RIGHTS

The holders of shares shall be entitled as a matter of right to acquire proportional amounts of unissued or treasury shares, if any, of the corporation, or any securities convertible into or carrying a right to subscribe for or acquire any such shares, in accordance with the terms and conditions of the Georgia Business Corporation Code.

XI.

FIRST RIGHT OF REFUSAL

The Corporation, consisting of all non-transferring shareholders, shall have the Right of First Refusal to purchase all shares of the person desiring to transfer shares, at the price offered by the third party purchaser, as fully set out in O.C.G.A. §14-2-912 and with all restrictions applicable thereto. Any share transfer occurring in breach of this section shall be invalid as to the transferor and transferee.

XII.

COMPULSORY PURCHASE OF SHARES

Upon the death of any shareholder, the Corporation may purchase the shares of the deceased shareholder. The executor or administrator of the estate of the deceased shareholder may require the corporation to purchase or cause to be purchased all of the decedent's shares or to be dissolved, as set forth in O.C.G.A. §§14-2-914 through 14-2-917.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this

12th day of May, 1998.

Brett R. Kaye
Brett R. Kaye
Incorporator

SCOTT MKAYE, PC

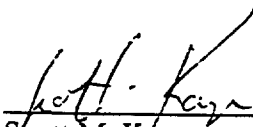
101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303
(404) 522-1701

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State
Corporations Division
#2 Martin Luther King, Jr. Drive, S.E.
Suite 315, West Tower
Atlanta, Georgia 30334-1530

I, Scott M. Kaye, do hereby consent to serve as registered agent for the corporation: FIRST
CALL USA, Incorporated

This 13th day of May, 1998.



Scott M. Kaye
101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303

SCOTT M. KAYE, P.C.

101 Marietta Tower
Suite 3412
Atlanta, Georgia 30303
(404) 522-1701

First Call USA
Balance Sheet Proforma 1998 - 2002

Assets	1998	1999	2000	2001	2002
Cash	\$ -	\$ -	\$ 1,735,400	\$ 11,893,701	\$ 46,138,716
Accounts Receivable	45,351	414,084	7,031,556	24,577,383	79,369,820
Allowance	(2,268)	(20,704)	(351,578)	(1,228,869)	(3,968,491)
Deposits	800	1,667	8,333	13,333	13,333
Fixed Assets, Net	3,600	24,200	56,333	45,133	33,133
Total Assets	\$47,483	\$419,246	\$ 8,480,045	\$35,300,682	\$121,586,511
Liabilities					
Accounts Payable	\$15,473	\$129,088	\$ 2,476,503	\$ 8,241,978	\$ 26,719,960
Loan Bank - Receivables	29,478	269,154	4,570,512	15,975,299	51,590,383
Loan Bank - Long Term Liability	71,549	111,867	-	-	-
Total Liabilities	116,500	510,109	7,047,014	24,217,277	78,310,343
Equity					
Common Stock	100	100	100	100	100
Paid in Capital in Excess of Par	6,900	6,900	6,900	6,900	6,900
Retained Earnings: Prior Months	(65,281)	(102,979)	1,143,431	10,153,939	40,200,515
Retained Earnings: Current Month	(10,736)	5,116	282,600	922,466	3,068,653
Total Equity	(69,017)	(90,862)	1,433,031	11,083,405	43,276,168
Total Equity and Liabilities	\$47,483	\$419,246	\$ 8,480,045	\$35,300,682	\$121,586,511

First Call USA
Cash Flow Projections 1998 - 2002

	1998	1999	2000	2001	2002
Cash Receipts					
Factored %					
Factored Receivables	\$ 101,937	\$ 1,129,347	\$ 14,929,469	\$ 85,406,686	\$ 275,811,025
Unfactored Receivables	39,016	479,053	5,722,830	39,847,176	129,336,276
Total Cash Receipts	140,953	1,608,400	20,652,299	125,253,861	405,147,301

Cash Disbursements					
Cost of Sales					
Commissions	82,676	848,369	11,162,887	63,583,414	205,335,290
Network Costs	23,524	230,008	3,158,128	16,618,209	53,666,587
Rating Costs	3,137	4,768	-	-	-
Processing Fees - LEC	3,344	37,425	457,325	2,931,902	9,468,240
Billing Fees	1,780	18,600	195,775	1,233,346	3,982,949
Total Cost of Sales	114,463	1,139,191	14,994,116	84,366,872	272,453,066
Cash Flow After Cost of Sales:	26,490	469,209	5,658,183	40,886,990	132,694,235

Expenses					
Advertising Expenses	5,200	5,200	24,000	36,000	40,000
Bad Debt Expense	5,574	62,375	762,209	4,886,504	15,790,401
Bank Charges	280	320	2,300	3,000	3,200
Dues and Subscriptions	400	400	4,664	11,783	12,800
Equipment Lease	1,600	1,600	6,136	8,000	8,000
Insurance - Medical	4,400	4,400	6,520	6,520	6,520
Insurance - Workers Comp	238	793	4,244	22,621	70,323
Finance Fees	3,832	26,841	215,000	1,313,632	4,242,222
Legal and Professional	1,400	800	-	-	-
Meals/Entertainment Exp	1,050	2,753	21,563	24,000	24,000
Office Expenses	280	440	5,350	12,000	12,000
Outside Services	29,065	37,240	5,350	37,240	37,240
Payroll/Other Tax Expense	1,920	1,920	29,279	223,181	741,324
Postage/Courier	280	440	5,250	7,200	7,200
Rent/Lease Expense	4,800	11,600	66,667	101,667	106,667
Salaries Officers	24,000	24,000	365,993	2,789,762	9,266,553
Salaries Staff	11,000	85,500	254,467	281,600	305,067
Telephone Office	1,400	6,871	36,563	40,000	40,000
Travel	3,500	4,000	35,154	40,000	40,000

Total Cash Out From Expenses:	100,239	277,494	1,884,596	9,846,709	30,743,518
Net Cash Flow After Expenses	(73,749)	191,714	3,773,585	31,040,280	101,950,719
Corporate Quarterly Taxes	-	-	389,974	3,150,285	10,437,624
Capital Investment by Shareholder	(7,000)	-	-	-	-
Deposits	800	867	6,667	5,000	-
Equipment Purchase	4,000	20,000	32,000	-	-
Net Cash Flow For Company	(71,549)	170,846	3,344,944	27,884,995	91,513,094
Loan from Bank					
Bank Loan: Credit Line	\$ (71,549)	\$ (76,036)	\$ -	\$ -	\$ -

First Call USA

Projected Income Statement For the Years Ending 1998 - 2002

	1998	1999	2000	2001	2002
Revenue					
Operator Services	156,826	1,737,456	22,968,414	131,394,901	424,324,653
Total Revenue	156,826	1,737,456	22,968,414	131,394,901	424,324,653
Cost of Sales					
Commissions	94,095	1,042,474	13,781,048	78,836,941	254,594,792
Network Costs	23,524	260,618	3,445,262	19,709,235	63,648,698
Rating Costs	3,137	8,850	-	-	-
Processing Fees - LEC	4,705	52,124	689,052	3,941,847	12,729,740
Billing Fees	2,457	25,908	294,817	1,658,815	5,356,953
Total Cost of Sales	127,917	1,389,973	18,210,180	104,146,838	336,330,182
Gross Profit	28,909	347,483	4,758,234	27,248,063	87,994,471
Overhead Expenses					
Advertising Expenses	5,200	7,800	28,000	50,000	60,000
Bank Charges	320	480	3,200	4,300	4,800
Bad Debt Expense	7,841	86,873	1,148,421	6,569,745	21,216,233
Depreciation Expense	400	3,400	11,867	15,200	16,000
Dues and Subscriptions	400	600	5,332	14,115	19,200
Equipment Lease	1,600	2,400	6,950	12,000	12,000
Insurance - Medical	4,400	6,600	8,720	9,780	9,780
Insurance - Workers Comp	277	1,034	5,500	28,745	88,472
Finance Fees	4,842	34,837	277,007	1,651,127	5,332,123
Legal and Professional	1,400	1,200	2,000	-	-
Meals/Entertainment Exp	1,200	3,667	26,966	36,000	36,000
Office Expenses	320	630	6,891	17,726	18,000
Outside Services	29,085	55,860	55,860	55,860	55,860
Payroll/Other Tax Expense	1,920	2,880	30,239	257,295	859,310
Postage/Courier	320	630	6,510	10,800	10,800
Rent/Lease Expense	4,800	14,800	86,667	135,000	160,000
Salaries Officers	24,000	36,000	377,993	3,216,190	10,741,379
Salaries Staff	11,000	94,917	318,267	422,400	457,600
Telephone Office	1,600	8,722	49,571	60,000	60,000
Travel	4,000	6,000	43,759	60,000	60,000
Total Overhead Expense	104,925	369,329	2,489,719	12,626,283	39,217,557
Net Profit (Loss) Before Taxes	(76,017)	(21,846)	2,258,515	14,621,779	48,776,914
Income Taxes	-	-	734,622	4,971,405	16,584,151
Net Profit (Loss) After Taxes	(76,017)	(21,846)	1,523,893	9,650,374	32,192,763

First Call USA
Projected Income Statement
For the Eight Months Ending December 31, 1998

	May	June	July	Aug	Sept	Oct	Nov	Dec	Annual Total	
Revenue										
Operator Services		15,000	20,250	29,363	24,665	22,198	19,978	25,372	156,826	100.00%
Total Revenue	-	15,000	20,250	29,363	24,665	22,198	19,978	25,372	156,826	
Cost of Sales										
Commissions	-	9,000	12,150	17,618	14,799	13,319	11,987	15,223	94,095	60.00%
Network Costs	-	2,250	3,038	4,404	3,700	3,330	2,997	3,806	23,524	15.00%
Rating Costs	-	300	405	587	493	444	400	507	3,137	2.00%
Processing Fees - LEC	-	450	608	881	740	666	599	761	4,705	3.00%
Billing Fees	-	242	329	476	402	332	298	378	2,457	1.57%
Total Cost of Sales	-	12,242	16,529	23,966	20,133	18,090	16,281	20,676	127,917	81.57%
Gross Profit	-	2,758	3,721	5,396	4,531	4,108	3,697	4,696	28,909	18.43%
Overhead Expenses										
Advertising Expenses	650	650	650	650	650	650	650	650	5,200	3.32%
Bank Charges	40	40	40	40	40	40	40	40	320	0.20%
Bad Debt Expense	-	750	1,013	1,468	1,233	1,110	999	1,269	7,841	5.00%
Depreciation Expense	-	-	67	67	67	67	67	67	400	0.26%
Dues and Subscriptions	50	50	50	50	50	50	50	50	400	0.26%
Equipment Lease	200	200	200	200	200	200	200	200	1,600	1.02%
Insurance - Medical	550	550	550	550	550	550	550	550	4,400	2.81%
Insurance - Workers Comp	24	24	38	38	38	38	38	38	277	0.18%
Finance Fees	50	192	475	630	765	820	900	1,010	4,842	3.09%
Legal and Professional	700	100	100	100	100	100	100	100	1,400	0.89%
Meals/Entertainment Exp	150	150	150	150	150	150	150	150	1,200	0.77%
Office Expenses	40	40	40	40	40	40	40	40	320	0.20%
Outside Services	6,588	3,588	1,648	1,648	1,648	4,655	4,655	4,655	29,085	18.55%
Payroll/Other Tax Expense	240	240	240	240	240	240	240	240	1,920	1.22%
Postage/Courier	40	40	40	40	40	40	40	40	320	0.20%
Rent/Lease Expense	-	-	800	800	800	800	800	800	4,800	3.06%
Salaries Officers	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	24,000	15.30%
Salaries Staff	-	-	1,833	1,833	1,833	1,833	1,833	1,833	11,000	7.01%
Telephone Office	200	200	200	200	200	200	200	200	1,600	1.02%
Travel	500	500	500	500	500	500	500	500	4,000	2.55%
Total Overhead Expense	13,021	10,313	11,634	12,245	12,145	15,083	15,052	15,432	104,925	66.91%
Net Profit (Loss) Before Taxes	(13,021)	(7,555)	(7,912)	(6,848)	(7,614)	(10,975)	(11,355)	(10,736)	(76,017)	-48.47%
Income Taxes	0	0	0	0	0	0	0	0	0	0.00%
Net Profit (Loss) After Taxes	(13,021)	(7,555)	(7,912)	(6,848)	(7,614)	(10,975)	(11,355)	(10,736)	(76,017)	-48.47%

First Call USA

Projected Income Statement For the Year Ending December 31, 1999

	Jan	Feb	March	April	May	June	July	August	September	October	November	December	Annual Total	
Revenue														
Operator Services	32,984	42,879	55,743	72,466	101,452	136,961	184,897	268,101	225,205	202,684	182,416	231,668	1,737,456	100.00%
Total Revenue	32,984	42,879	55,743	72,466	101,452	136,961	184,897	268,101	225,205	202,684	182,416	231,668	1,737,456	
Cost of Sales														
Commissions	19,790	25,728	33,446	43,460	60,871	82,176	110,938	160,860	135,123	121,611	109,449	139,001	1,042,474	60.00%
Network Costs	4,948	6,432	8,361	10,870	15,218	20,544	27,735	40,215	33,781	30,403	27,362	34,750	260,618	15.00%
Rating Costs	680	858	1,115	1,448	2,029	2,739	-	-	-	-	-	-	8,850	0.51%
Processing Fees - LEC	990	1,286	1,672	2,174	3,044	4,109	5,547	8,043	6,756	6,081	5,472	6,950	52,124	3.00%
Billing Fees	491	639	830	1,080	1,511	2,040	2,754	3,991	3,367	3,028	2,725	3,452	25,908	1.49%
Total Cost of Sales	26,879	34,942	45,425	59,052	82,673	111,608	146,973	213,110	179,027	161,122	145,010	184,153	1,389,973	80.00%
Gross Profit	6,105	7,937	10,318	13,414	18,780	25,352	37,924	54,991	46,178	41,562	37,406	47,515	347,483	20.00%
Overhead Expenses														
Advertising Expenses	650	650	650	650	650	650	650	650	650	650	650	650	7,800	0.45%
Bank Charges	40	40	40	40	40	40	40	40	40	40	40	40	480	0.03%
Bad Debt Expense	1,649	2,144	2,787	3,623	5,073	6,846	9,245	13,405	11,260	10,134	9,121	11,583	86,873	5.00%
Depreciation Expense	67	67	67	133	200	200	333	467	467	467	467	467	3,400	0.20%
Dues and Subscriptions	50	50	50	50	50	50	50	50	50	50	50	50	600	0.03%
Equipment Lease	200	200	200	200	200	200	200	200	200	200	200	200	2,400	0.14%
Insurance - Medical	550	550	550	550	550	550	550	550	550	550	550	550	6,600	0.38%
Insurance - Workers Comp	38	38	38	55	70	70	93	126	126	126	126	126	1,034	0.06%
Finance Fees	1,190	1,389	1,607	1,910	2,288	2,724	3,309	4,080	4,598	4,103	3,829	3,610	34,837	2.01%
Legal and Professional	100	100	100	100	100	100	100	100	100	100	100	100	1,200	0.07%
Meals/Entertainment Exp	150	150	150	150	203	274	370	536	450	405	365	463	3,667	0.21%
Office Expenses	40	40	40	40	40	41	55	80	68	61	55	70	630	0.04%
Outside Services	4,655	4,655	4,655	4,655	4,655	4,655	4,655	4,655	4,655	4,655	4,655	4,655	55,860	3.22%
Payroll/Other Tax Expense	240	240	240	240	240	240	240	240	240	240	240	240	2,880	0.17%
Postage/Counter	40	40	40	40	40	41	55	80	68	61	55	70	630	0.04%
Rent/Lease Expense	800	800	800	800	800	800	1,667	1,667	1,667	1,667	1,667	1,667	14,800	0.85%
Salaries Officers	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	36,000	2.07%
Salaries Staff	1,833	1,833	1,833	3,917	5,833	5,833	8,833	13,000	13,000	13,000	13,000	13,000	94,917	5.46%
Telephone Office	200	214	279	362	507	685	924	1,341	1,126	1,013	912	1,158	8,722	0.50%
Travel	500	500	500	500	500	500	500	500	500	500	500	500	6,000	0.35%
Total Overhead Expense	15,993	16,700	17,626	21,015	25,039	27,501	34,871	44,768	42,814	41,023	39,561	42,389	389,328	21.26%
Net Profit (Loss) Before Taxes	(9,887)	(8,763)	(7,307)	(7,601)	(6,259)	(2,149)	3,053	10,224	3,364	539	(2,175)	5,116	(21,846)	-1.26%
Income Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00%
Net Profit (Loss) After Taxes	(9,887)	(8,763)	(7,307)	(7,601)	(6,259)	(2,149)	3,053	10,224	3,364	539	(2,175)	5,116	(21,846)	-1.26%

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 981380997
CONTROL NUMBER : 9818636
DATE INC/AUTH/FILED: 05/13/1998
JURISDICTION : GEORGIA
PRINT DATE : 05/18/1998
FORM NUMBER : 211

SCOTT KAYE
101 MARIETTA TOWER, STE 3412
ATLANTA GA 30303

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**FIRST CALL USA, INCORPORATED
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

FIRST CALL USA, INC.

Appendix II

Description of Services, (Cont'd.)

3.5 [Reserved for Future Use]